

CONRAIL

RECORDATION NO. 8261-F Filed 1425
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INTERSTATE COMMERCE COMMISSION

No.
JUL 13 1981
Date.....
Fee \$..10.00
ICC Washington, D. C.

July 6, 1981

Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed is an original and two counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

This document is a Consent and Agreement, a secondary document, dated February 1, 1981. The primary document to which this is connected, a Conditional Sale Agreement originally filed with the I.C.C. under Recordation Number 3884, was conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261. The secondary document covers Equipment including eight SD-40 locomotives.

The names and addresses of the parties to the documents are as follows:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

First National City Bank, now Citibank, N.A.
399 Park Avenue
New York, NY 10043

Consolidated Rail Corporation
1138 Six Penn Center Plaza
Philadelphia, PA 19104
as successor-in-interest to the
Pennsylvania Railroad Company

RECEIVED
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FIVE COPIES OF DOCUMENT

July 6, 1981
Page 2

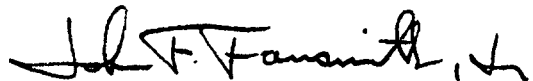
A fee of \$10 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

John F. Fansmith, Jr., Esq.
Law Department
Consolidated Rail Corporation
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

A short summary of the document to appear in the index follows:

Consent and Agreement, a supplement to a Conditional Sale Agreement between General Motors and the Pennsylvania Railroad Company, with Recordation Number 3884, conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261, dated February 1, 1981, and covering Equipment including eight SD-40 locomotives.

Very truly yours,

A handwritten signature in dark ink, appearing to read "John F. Fansmith, Jr.", with a stylized flourish at the end.

John F. Fansmith, Jr.
General Attorney - Corporate

Encls.
cc: W. D. Zirkle

CONSENT AND AGREEMENT JUL 13 1981 - 2 35 PM

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INTERSTATE COMMERCE COMMISSION

CONSENT AND AGREEMENT dated as of February 1, 1981, by General Motors Corporation (Electro-Motive Division), a Delaware corporation ("General Motors"), and First National City Bank, now named Citibank, N.A., with its chief place of business at 399 Park Avenue, New York, New York 10043 ("Citibank").

WHEREAS, General Motors and the Pennsylvania Railroad Company, a Pennsylvania corporation ("Pennsylvania Railroad"), entered into a Conditional Sale Agreement dated as of May 1, 1966 ("Conditional Sale Agreement") covering the purchase of locomotives, including 8 SD-40 locomotives ("Equipment");

WHEREAS, General Motors and Citibank entered into an Agreement and Assignment dated as of May 1, 1966 ("Agreement and Assignment"), assigning the right, title and interest of General Motors in the Equipment and Conditional Sale Agreement to Citibank;

WHEREAS, the Penn Central Transportation Company was the successor in interest to Pennsylvania Railroad;

WHEREAS, the Conditional Sale Agreement was conveyed to Consolidated Rail Corporation ("Conrail"), a Pennsylvania corporation, pursuant to the Regional Rail Reorganization Act of 1973, as amended;

WHEREAS, pursuant to Article 16 of the Conditional Sale Agreement Conrail is restricted from leasing the Equipment

to any other railroad company without the prior written consent of General Motors or Citibank;

WHEREAS, it is desirable to lease the Equipment in off-peak periods to improve the utilization of equipment;

WHEREAS, modern operational techniques to in-through or run-through service, requiring off-line use of locomotives, offer significant revenue earning opportunities and are therefore desirable; and

WHEREAS, the Association of American Railroads Contract Committee has circulated to member railroads a suggested form for a sample Run-Through Agreement, indicating the industries adoption of run-through service in its operation.

NOW, THEREFORE, in consideration of the above, General Motors and First National consent and agree to the following:

- (i) Conrail may lease the Equipment to, or permit their use by, a user incorporated in the United States of America (or any State thereof or the District of Columbia), upon lines of railroads owned or operated by such user or by a railroad company or companies incorporated in the United States of America (or any State thereof or the District of Columbia), or over which such user, or such railroad company or companies have trackage rights or rights for operation of their trains; provided, however, that the equipment is not operated outside of the United States, and that the prior written consent of General Motors and Citibank must be


obtained for any lease that is for a term longer than nine months or is renewable for a term more than nine months and further provided that all of the obligations and duties of Conrail under the Conditional Sale Agreement shall remain in full effect during the term of any such lease and that nothing in such lease shall terminate, reduce, diminish or otherwise change the rights of General Motors and Citibank under the Conditional Sale Agreement;

- (ii) Conrail may use the Equipment upon the lines of railroad of connecting and other carriers in the usual interchange of traffic or in-through or run-through service.

This Consent and Agreement, when accepted by General Motors and Citibank by signing the acceptance at the foot hereof, shall be deemed to be a contract for the benefit of General Motors and Citibank and their successors and assigns under the laws of the Commonwealth of Pennsylvania and, for all purposes, shall be construed in accordance with the laws of said commonwealth.


(Corporate Seal)

ATTEST:


Assistant Secretary

(Corporate Seal)

ATTEST:


Assistant Cashier

Senior Account Officer

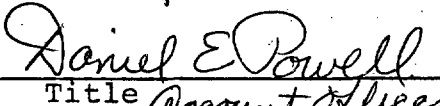
GENERAL MOTORS CORPORATION

BY


Title VICE PRESIDENT

CITIBANK, N.A.

BY:


Title Account Officer

STATE OF Illinois ,)
COUNTY OF Cook ,) ss.:

On this 27th day of March 1981, before me personally appeared P. K. HOGLUND, to me personally known, who, being by me duly sworn, says that he/she is an authorized officer of General Motors Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Agnes L. Napke
Notary Public

[Notarial Seal]

My Commission Expires FEB 10 1982

STATE OF ,)
COUNTY OF) ss.:

On this 28th day of MAY 1981, before me personally appeared DANIEL E. POWELL, to me personally known, who, being by me duly sworn, says that he/she is an authorized officer of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Susan Tripodoro
Notary Public

[Notarial Seal]

My Commission Expires

SUSAN TRIPODORO
Notary Public, State of New York
No. 01-4717452
Qualified in Kings County 82
Commission Expires March 30, 19...